

YATRA ONLINE, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. General Statement of Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the “**Nominating Committee**”) of Yatra Online, Inc. (the “**Company**”) on behalf of the Board of Directors (the “**Board**”) is responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominee(s) for election at each annual meeting of shareholders. The Nominating Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management. Notwithstanding the exercise of the responsibilities and duties of the Nominating and Corporate Governance Committee, the sole authority and responsibility for making key policy and strategic decisions in respect of the Company shall remain at all times with the Board.

II. Nominating Committee Composition

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of The Nasdaq Stock Market LLC Rules (“**Nasdaq Stock Market Rules**”).

The members of the Nominating Committee shall be appointed by the Board and may be replaced or removed by the Board at any time with or without cause. The composition of the Nominating Committee shall be reviewed by the Board annually. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Nominating Committee. Vacancies, for whatever reason, may be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chairperson of the Nominating Committee. In the absence of selection of the Chairperson of the Committee by the Board or if the Chairperson is not present within five minutes after the time appointed for the meeting to commence, the members of the Committee present shall designate a Chairperson of the meeting by majority of votes of the members present.

III. Meetings

The Nominating Committee shall meet as often as it deems appropriate. The Nominating Committee may meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Two or a majority of the members of the Nominating Committee, whichever is lower, shall constitute a quorum for purposes of a meeting and the Nominating Committee may act by a vote of a majority of members present at a meeting. The Nominating Committee may also act by unanimous written consent (which may include electronic consent).

The Secretary of the Company shall act as Secretary to the Nominating Committee or in the absence of a Secretary, any member of the Committee or other officer of the Company, may be designated as the Secretary of the meeting. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Meetings of the Committee shall be called by any member or director or any officer of the Company at the request of a director or member.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than two days before the date of the meeting and such notice may also be waived by all the members either at, before or after the meeting is held Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, the minutes will be signed.

IV. Nominating Committee Activities

The Nominating Committee's purposes and responsibilities shall be:

A. Selection of New Directors

- Recommend to the Board for its approval criteria for Board and committee membership, which shall include a description of any specific qualifications that the Nominating Committee believes must be met by a nominee, and a description of any specific qualities or skills the Nominating Committee believes one or more of the directors should possess, and periodically reassess such criteria and submit any proposed changes to the Board for approval. The current criteria for Board membership are attached to this Charter as Exhibit A.
- Review and consider any director candidates who have been recommended by security holders in compliance with the procedures identified from time to time by the Nominating Committee and set forth in this Charter.
- Identify procedures to be followed by security holders in submitting recommendations for director candidates to the Nominating Committee. The current procedures to be followed by security holders are set forth below:
 1. All security holder recommendations for director candidates must be submitted to the Secretary of the Company at Gulf Adiba, Plot 272, 04th Floor, Udyog Vihar, Phase II, Gurugram-122008, Haryana, India, who will forward all recommendations to the Nominating Committee.
 2. All security holder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the date on which the Company's proxy statement was released to shareholders in connection with the previous year's annual meeting.

3. All security holder recommendations for director candidates must include the following information:
 - a The name and address of record of the security holder.
 - b A representation that the security holder is a record holder of the Company's securities, or if the security holder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
 - c The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
 - d A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
 - e A description of all arrangements or understandings between the security holder and the proposed director candidate.
 - f The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of shareholders and (ii) to serve as a director if elected at such annual meeting.
 - g Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.
- Identify and evaluate nominees for the Board, including nominees recommended by security holders. The current process for identifying and evaluating nominees for the Board is as follows:
 1. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
 2. The Nominating Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
 3. The Nominating Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
 4. In identifying and evaluating proposed director candidates, the Nominating Committee may consider, in addition to the minimum

qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.

- Upon identifying individuals qualified to become members of the Board, consistent with criteria approved by the Board, recommend that the Board select these individual (s) as nominee (s) for election at each annual meeting of shareholders; provided that, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election to the Board, the selection and nomination of such nominees shall not be the responsibility of the Nominating Committee.
- Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Rule 5605(a)(2) of the Nasdaq Stock Market Rules.
- Recommend to the Board the directors for appointment as Chairperson and as members of Board committees.

B. Corporate Governance Guidelines

- Develop and recommend to the Board for its approval Corporate Governance Guidelines.
- Periodically review and reassess the adequacy of the Corporate Governance Guidelines and recommend any changes to the Board for approval.

C. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Responsible for retaining and terminating any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall also have responsibility for any such search firm's fees and other retention terms.

D. Succession Planning

- Review and discuss with the Board corporate succession plans for the Chief Executive Officer and other key officers of the Company.

E. Continuing Education

- Periodically prepare or assemble materials and conduct sessions for directors on topics that will assist them in discharging their duties.

F. Review of Charter

- Review and reassess the adequacy of this Charter periodically and submit any proposed changes to the Board for approval.

G. Performance Evaluation of the Nominating Committee

- It may perform, at such intervals as may be required from time to time, performance evaluation of the Nominating Committee and report to the Board on the results of such evaluation.

H. General

- Establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to discharge its responsibilities.
- Report regularly to the Board on matters for which it has been given responsibility.
- In performing its responsibilities, rely on advice and information it receives from management and any experts, advisers and other professionals with whom the Nominating Committee may consult.
- Have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet the Nominating Committee or its members or advisers.
- Have the authority on whatever terms it approves, to engage legal, accounting and other advisers to assist in performing its responsibilities.
- Perform such other functions as may be requested by the Board from time to time.

RE-ADOPTED ON: 26TH MAY, 2023

EXHIBIT A

Policy Governing Director Qualifications and Nominations

The Nominating Committee believes that it is in the best interests of the Company and its shareholders to obtain highly qualified individuals to serve on the Board.

At a minimum, the Nominating Committee must be satisfied that each Nominating Committee-recommended nominee meets the following minimum qualifications:

- The nominee shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders.

In addition to the minimum qualifications for each nominee set forth above, the Nominating Committee shall recommend that the Board select persons for nomination to help ensure that:

- A majority of the Board shall be “independent” in accordance with the standards established pursuant to Rule 5605(a)(2) of the Nasdaq Stock Market Rules.
- Each of its Audit, Compensation and Nominating Committees shall be comprised entirely of independent directors.
- At least one member of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an “audit committee financial expert” as defined by the rules of the U.S. Securities and Exchange Commission.

Finally, in addition to any other standards the Nominating Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Nominating Committee may consider the following factors when recommending that the Board select persons for nomination:

- Whether the nominee has direct experience in the markets in which the Company operates.
- Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experiences.